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Exhibit A
[PROPOSED] Order

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11
(Lead Case)

(Jointly Administered)

**[PROPOSED] ORDER PURSUANT TO 11
U.S.C. §§ 363(b) AND 105(a) AUTHORIZING
THE DEBTORS TO ENTER INTO,
PERFORM UNDER AND MAKE PAYMENTS
UNDER CERTAIN CONSULTING
CONTRACTS WITH MCKINSEY &
COMPANY, INC. UNITED STATES**

1 Upon the Application, dated September 17, 2019 (the “**Application**”),¹ of PG&E Corporation
2 (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in
3 possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases
4 (the “**Chapter 11 Cases**”), pursuant to sections 363(b) and 105(a) of title 11 of the United States Code
5 (the “**Bankruptcy Code**”), for authority to enter into, perform under, and make payments under three
6 consulting and operational contracts (as may be amended and supplemented from time to time,
7 the “**Service Contracts**”) with McKinsey & Company, Inc. United States (“**McKinsey**”), all as more
8 fully set forth in the Application; and this Court having jurisdiction to consider the Application and the
9 relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Order Referring Bankruptcy*
10 *Cases and Proceedings to Bankruptcy Judges*, General Order 24 and Rule 5011-1(a) of the Bankruptcy
11 Local Rules for the United States District Court for the Northern District of California
12 (the “**Bankruptcy Local Rules**”); and consideration of the Application and the requested relief being a
13 core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to
14 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided to the
15 parties listed therein, and it appearing that no other or further notice need be provided; and this Court
16 having reviewed the Application and the [●] Declaration; and a hearing having been noticed to
17 consider the relief requested in the Application (the “**Hearing**”); and upon the record of the Hearing (if
18 any was held) and all of the proceedings had before the Court; and this Court having found and
19 determined that the relief sought in the Application is in the best interests of the Debtors, their estates,
20 creditors, shareholders, and all parties in interest; and that the legal and factual bases set forth in the
21 Application establish just cause for the relief granted herein; and after due deliberation and sufficient
22 cause appearing therefor,

23 **IT IS HEREBY ORDERED THAT:**

- 24 1. The Application is granted as set forth herein.
- 25 2. The terms and conditions of the Service Contracts, including any related amendments
26 and supplements, are reasonable and are hereby approved.
- 27

28 ¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Application.

1 3. The Debtors are hereby authorized, pursuant to sections 363(b) and 105(a) of the
2 Bankruptcy Code, to enter into, perform under, and make payments under the Service Contracts and
3 employ McKinsey in accordance with the terms and conditions set forth in the Application, the [●]
4 Declaration, and the Service Contracts, subject to the provisions of this Order.

5 4. McKinsey is not required to submit fee applications pursuant to sections 330 and 331 of
6 the Bankruptcy Code, but will instead submit monthly invoices to the Debtors, and the Debtors are
7 hereby authorized to pay, in the ordinary course of business, all reasonable and undisputed amounts
8 invoiced by McKinsey for fees and expenses in accordance with the Service Contracts.

9 5. McKinsey shall use its reasonable efforts to avoid any unnecessary duplication of
10 services provided by any other retained professionals in these Chapter 11 Cases.

11 6. Nothing in this Order Authorizes the Debtors to pay any pre-petition claims of
12 McKinsey, and such claims, if allowed, shall only be payable pursuant to a confirmed plan, assumption
13 order, or any other relevant order of the Court.

14 7. To the extent that there may be any inconsistency between the terms of the Application,
15 the [●] Declaration, or the Service Contracts and this Order, the terms of this Order shall govern.

16 8. The terms and conditions of this Order shall be immediately effective and enforceable
17 upon its entry.

18 9. The Debtors are authorized and empowered to take all actions necessary to implement
19 the relief granted in this Order.

20 10. This Court shall retain jurisdiction to hear and determine all matters arising from or
21 related to the implementation, interpretation, or enforcement of this Order.

22 ** END OF ORDER **
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